

Division of Securities
Utah Department of Commerce
160 East 300 South
P. O. Box 146760
Salt Lake City, UT 84114-6760
Telephone: (801) 530-6600
FAX: (801) 530-6980

**BEFORE THE DIVISION OF SECURITIES
OF THE DEPARTMENT OF COMMERCE
OF THE STATE OF UTAH**

IN THE MATTER OF:

**WINDEMERE CAPITAL, L.L.C.,

Respondent.**

**STIPULATION AND CONSENT
ORDER**

Docket No. SD-06-0044

The Utah Division of Securities (Division), by and through its Director of Corporate Finance, Benjamin N. Johnson, and Windemere Capital, L.L.C. (Windemere, the company or Respondent), by and through its managing member Larry Fisher, hereby stipulate and agree as follows:

1. In October 2005, the Division commenced an investigation of Windemere and allegations that the company may have violated certain provisions of the Utah Uniform Securities Act (the Act), Utah Code Ann. § 61-1-1, et seq.
2. Windemere and the Division have agreed to settle the investigation into this matter by way of this Stipulation and Consent Order (Order) without the commencing of a formal

adjudicative proceeding.

3. Windemere admits the jurisdiction of the Division over the company and over the subject matter of this action.
4. Windemere waives any right to a formal adjudicative proceeding, notice of agency action, and a hearing to challenge the Division's evidence and present evidence on the Respondent's behalf.
5. Windemere also understands that, by entering into this Order, the company gives up the right to seek agency review or an appeal of this matter, administrative or judicial.
6. Windemere acknowledges that this Order, upon approval by the Division Director, will be the final compromise and settlement of this matter. Windemere further acknowledges that if the Division Director does not accept the terms of the Order, it will be deemed null and void and without any force or effect whatsoever.
7. Windemere has read this Order, understands its contents, and enters into this Order voluntarily. No promises or threats have been made by the Division, nor by any representative of the Division, other than as contained herein, to induce Windemere to enter into this Order.

I. FINDINGS OF FACT

8. Windemere Capital, L.L.C. is a Nevada limited liability company.¹ Windemere is

¹Windemere was registered as a foreign limited liability company with the Utah Division of Corporations and Commercial Code in January 2005, but is not currently registered.

registered as a limited liability company in Nevada, beginning in March 2004.

Windemere's primary business address is 9505 Hill Wood Drive, Suite 150, Las Vegas, NV 894134. Windemere also had a Utah business address located at 6925 South Union Park Center, Suite 600, Midvale, UT 84047; however, this location has since been voluntarily closed by Windemere.

9. Windemere is also a Nevada mortgage broker that advertises to sell investments in first trust deeds.
10. Windemere's advertisements purport to limit the investment to accredited investors through an exemption from registration.
11. Windemere has not applied to the Division for an exemption from registration and the investments are not registered as securities with the Division.
12. Windemere offered or sold investments to the public in the State of Utah.
13. Windemere has 17 Utah investors who have made a total of 28 investments in Windemere's first trust deeds.
14. In its solicitation materials, Windemere purports that the first trust deeds, and the investor's interest therein, have been personally guaranteed by Windemere's borrowers, but Windemere omits sufficient material information in said solicitation materials regarding the borrower's/guarantors' ability to guaranty the loan other than Windemere's

Windemere's registration expired in January 2006, after Windemere had already voluntarily ceased its activities in the State of Utah.

own assurances and self-reporting of the borrowers'/guarantors' alleged combined net worth.

...

Guarantors: Windemere Capital and its principals have funded a number of Ranco's projects over the past several years. All of these loans have paid as agreed. Mr. Randall W. Blanchard, Mr. George F. Holman and Ranco Realty Group will guarantee the loans.

...

Windemere, Land Acquisition Loan, City of Coachella, California, February 25, 2005.

...

Guarantors: Mr. Ryan R. Blanchard and Mr. Randall W. Blanchard will personally guarantee the loan. Together, they possess a personal net worth in excess of \$40 million.

...

Windemere, Acquisition & Development Loan, Town of Winchester, California, April 1, 2005.

15. Windemere also purports to shift the burden onto the investor for corroborating any representations by Windemere.

...

Disclosures: ...
The appraisal reports, soils/geotechnical report, cost estimates, preliminary title report, sale and purchase agreement, personal net worth statements and other relevant due diligence material are available for review in our office.

...

Windemere, Acquisition & Development Loan, Town of Winchester, California, April 1,

2005.

II. CONCLUSIONS OF LAW

16. Based on the Division's investigative findings, the Division concludes that:
- a. The investments offered and sold by Windemere are securities under § 61-1-13(1)(x)(i) of the Act;
 - b. The securities are not registered with the Division and Windemere has not applied to the Division for an exemption from registration in violation of Utah Code Ann. § 61-1-7.
 - c. Windemere's disclosure documents omit material facts necessary to make the disclosures made not misleading or so they would not operate as a fraud or deceit upon a person in violation of Utah Code Ann. § 61-1-1(2), -(3).

III. STIPULATION AND CONSENT

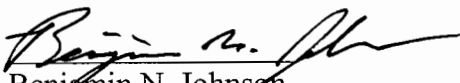
17. Windemere neither admits nor denies the substance of the Division's investigative conclusions, but consents to the Division entering an Order:
- a. Prohibiting Windemere and its affiliates, agents or, successors from offering or selling any security within the state of Utah unless such security is registered, exempt from registration, or is a federal covered security for which all required notice filings have been made. Windemere will not claim that it qualifies for any exemption unless it has first received confirmation from the Division in writing that the exemption is available;

- b. Prohibiting Windemere and its affiliates, agents, or successors from transacting securities business in or from the State of Utah until such time as they have become licensed as a broker-dealer, investment adviser, or agent or are offering and selling their securities under a recognized exemption from licensure pursuant to UTAH CODE ANN., Title 61, Chapter 1
 - c. Forbidding Windemere and its affiliates, agents, or successors, while engaged in or in connection with the offer, sale or purchase of any security from:
 - i. Employing any device, scheme, or artifice to defraud;
 - ii. Making any untrue statement of material fact, or omitting to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading, or
 - iii. Engaging in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person;
 - d. Requiring Windemere to pay a \$5,000 fine. The fine will be paid within 30 days of the entry of this Order, but not before July 1, 2006.
 - e. Requiring Windemere to offer rescission to all of its Utah investors. This rescission offer shall be made in full compliance with Utah Code Ann. § 61-1-7. Rescission will be offered within 90 days of the entry of this Order.
18. Windemere acknowledges that this Consent Order, upon approval by the Division Director, shall be the final compromise and settlement of this matter.

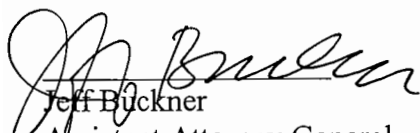
19. Windemere acknowledges that the Consent Order does not affect any civil or arbitration causes of action that third parties may have against the company arising in whole or in part from its actions, and that the Consent Order does not affect any criminal cause of action that a prosecutor might bring.
20. This Consent Order constitutes the entire agreement between the parties herein and supersedes and cancels any and all prior negotiations, representations, understandings, or agreements between the parties. There are no verbal agreements which modify, interpret, construe, or otherwise affect this Consent Order in any way.
21. Violation of this Consent Order is a third degree felony pursuant to § 61-1-21(1) of the Act.

Utah Division of Securities

Date: 7-14-06

By: 
Benjamin N. Johnson
Director of Corporate Finance

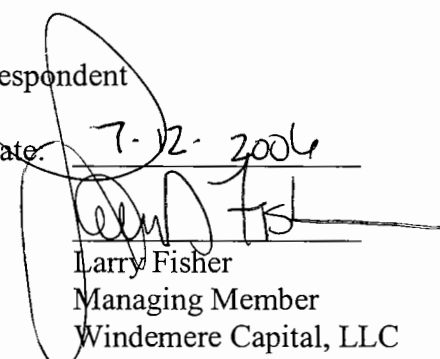
Approved:


Jeff Buckner
Assistant Attorney General

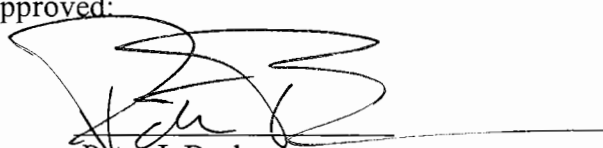
G. B.

Respondent

Date: 7-12-2006


Larry Fisher
Managing Member
Windemere Capital, LLC

Approved:


Peter J. Becker
Attorney for Windemere Capital,
LLC

ORDER

Pursuant to the terms of the Stipulation and Consent Order defined above, the Director of the Utah Division of Securities hereby orders that:

1. Respondent and its affiliates, agents, or successors are hereby prohibited from offering or selling any security within the state of Utah unless such security is registered, exempt from registration, or is a federal covered security for which all required notice filings have been made. Windemere will not claim that it qualifies for any exemption unless it has first received confirmation from the Division in writing that the exemption is available;
2. Respondent and its affiliates, agents, or successors are hereby prohibited from transacting securities business in or from the State of Utah until such time as they have become licensed as a broker-dealer, investment adviser, or agent or are offering and selling securities under a recognized exemption from licensure pursuant to UTAH CODE ANN., Title 61, Chapter 1;
3. Respondent and its affiliates, agents, or successors, while engaged in or in connection with the offer, sale or purchase of any security are hereby prohibited from:
 - a. Employing any device, scheme, or artifice to defraud;
 - b. Making any untrue statement of material fact, or omitting to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading, or

- c. Engaging in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person; and
4. Respondent shall pay a \$5,000 fine. The fine will be paid within 30 days of the entry of this Order; and
5. Requiring Windemere to offer rescission to all of its Utah investors. This rescission shall be made in full compliance with Utah Code Ann. § 61-1-7. Rescission will be offered within 90 days of the entry of this Order, but not before July 1, 2006.

DATED this 17th day of ~~April~~^{July}, 2006.



WAYNE KLEIN

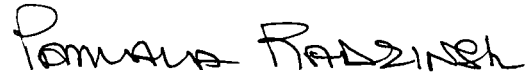
Director, Utah Division of Securities



CERTIFICATE OF MAILING

I hereby certify that on the 18th day of July 2006, I mailed, regular mail postage prepaid, a copy of the foregoing **Stipulation and Consent Order** to:

Peter J Becker Jr
Windemere Capital LLC
9505 Hillwood Drive Ste 150
Las Vegas NV 89134



Executive Secretary